

REGISTRATION NO. 21269 FILED

MAR 11 '98

12:45 PM

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OF COUNSEL
URBAN A. LESTER

March 11, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of February 23, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: MRC Rail Services, LLC
One California Street, Suite 1500
San Francisco, California 94111

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

A description of the railroad equipment covered by the enclosed document is:

fifty (50) railcars bearing CHTT reporting marks and road numbers
286625 through 286674, inclusive

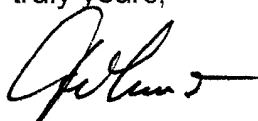
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Mr. Vernon A. Williams
March 11, 1998
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

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~~MAR 11 '98~~ 12-45 PM

***MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MRC RAIL SERVICES, LLC ("LESSOR")***

AND

UNION PACIFIC RAILROAD COMPANY

FEBRUARY 23, 1998

Memorandum of a Lease Agreement made and entered into as of February 23, 1998 by and between MRC Rail Services, LLC a Delaware limited liability corporation, ("Lessor") and Union Pacific Railroad Company, a Utah corporation ("Lessee").

WITNESSETH:

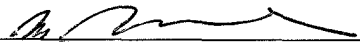
1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor fifty (50) 52'-6" mill gondola railcars of bearing marks and numbers as follows:

CHTT 286625 - CHTT 286674


2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: MRC Rail Services, LLC

By: 
Title: Vice President & Treasurer
Date: February 23, 1998

Lessee: Union Pacific Railroad Company

By: 
Title: VICE PRESIDENT - SUPPLY
Date: 3/2/98

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

On this ____ day of _____, 19__, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of MRC Rail Services, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

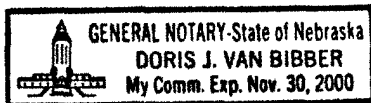
STATE OF NEBRASKA

COUNTY OF DOUGLAS

On this 1st day of March, 1998, before me personally appeared Michael J Cronin, to me personally known, who being by me duly sworn, says that he is the VP-Supply of Union Pacific Railroad Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Doris J Van Bibber
NOTARY PUBLIC

My commission expires:



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco

On March 9, 1998 before me, Shirlyn J. S. Kim,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Michihiro Nose,
Name(s) of Signer(s)

☒ personally known to me – OR – ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Shirlyn J. S. Kim
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memorandum of Lease Agreement

Document Date: 2/23/98 Number of Pages: 2

Signer(s) Other Than Named Above: Michael J. Crown

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

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OF SIGNER
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